

STATE OF SOUTH CAROLINA
PUBLIC SERVICE COMMISSION

<u>AQUENERGY SYSTEMS, INC.</u>)	
<u>PELZER HYDRO COMPANY, INC.</u>)	Docket No. 2014-407-E
)	
)	March 9, 2015
Request for Consent to Assignment of)	
Purchased Power Agreement and Conversion)	
of Entities Holding Purchased Power)	
Agreements)	
)	

Aquenergy Systems, Inc. ("Aquenergy"), an indirect subsidiary of Enel Green Power North America, Inc. ("EGPNA") is party to the following Purchased Power Agreements (the "PPAs") with Duke Energy Carolinas, LLC ("Duke").

1. Agreement dated December 14, 2012 (with a 12/21/12 Initial Delivery Date), with respect to the Ware Shoals Hydro Facility, a Qualified Facility
2. Agreement dated December 14, 2012 (with a 1/1/13 Initial Delivery Date), with respect to the Piedmont Hydro Facility, a Qualified Facility
3. Agreement dated May 16, 2013 (with a 7/1/13 Initial Delivery Date), with respect to the Cherokee Falls Hydroelectric Facility, a Qualified Facility

As part of an internal restructuring, Aquenergy is proposed to be converted from a South Carolina corporation to a South Carolina limited liability company, to be known as "Aquenergy Systems, LLC". In the conversion process, there is continuity of existence – the entity simply changes its form. EGPNA will remain the ultimate parent with control both before and after the conversion. As part of the same restructuring, it is proposed to convey the Cherokee Falls facility to a new Delaware limited liability company, named Cherokee Falls Hydroelectric Project, LLC. EGPNA will remain the ultimate parent with control both before and after the conveyance.

Pelzer Hydro Company, Inc. ("Pelzer"), an indirect subsidiary of EGPNA, is party to the following Purchased Power Agreements (the "PPAs") with Duke Energy Carolinas, LLC ("Duke").

1. Agreement dated December 14, 2012 (with a 1/1/13 Initial Delivery Date), with respect to the Lower Pelzer Hydro Project, a Qualified Facility
2. Agreement dated on or about December 14, 2012 (with a 1/1/13 Initial Delivery Date), with respect to the Upper Pelzer Hydro Project, a Qualified Facility

As part of the same internal restructuring, Pelzer is proposed to be converted from a Delaware corporation to a Delaware limited liability company, to be known as "Pelzer Hydro Company, LLC". In the conversion process, there is continuity of existence – the entity simply changes its form. EGPNA will remain the ultimate parent with control both before and after the conversion.

Pursuant to the Public Service Commission of South Carolina (the "Commission") Rule 103-823 and the PPA, Aquenergy and Pelzer are required to provide the Commission with the following information:

Aquenergy Systems, Inc.
Pelzer Hydro Company, Inc.
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Andover, MA 01810
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Aquenergy hereby advises the Commission of its intent (a) to convert Aquenergy to a South Carolina limited liability company, with the limited liability company continuing with all rights and obligations of Aquenergy, (b) to convey the Cherokee Falls Project to a new Delaware limited liability company, named Cherokee Falls Hydroelectric Project, LLC, with the new limited liability company continuing with all rights and obligations of Aquenergy, and (c) to convert Pelzer to a Delaware limited liability company, with the limited liability company continuing with all rights and obligations of Pelzer.

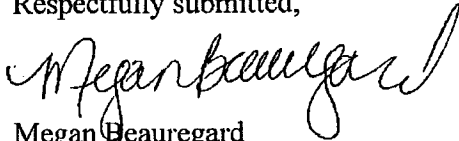
Further to the Commission rules, the PPAs require that the Commission provide its consent for an assignment of the PPA. Such consent is hereby requested with respect to the Cherokee Falls PPA. To the extent that the conversion of a corporation to a limited liability company is deemed to be an assignment, the undersigned Aquenergy and Pelzer hereby requests such consent with respect to the remaining PPAs.

We are informed by Duke that it has no objection to any of the above, so long as each entity complies with all other applicable requirements.

Due to the limited nature of these transactions, Aquenergy and Pelzer respectfully request that no further proceedings on this matter take place and that the Commission issue its consent on the facts contained herein.

Should you have any questions or should you require any additional information, please do not hesitate to contact me at your convenience. Your help in this matter is greatly appreciated.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Megan Beauregard". The signature is fluid and cursive, with a long, sweeping tail that extends to the right.

Megan Beauregard
Associate General Counsel